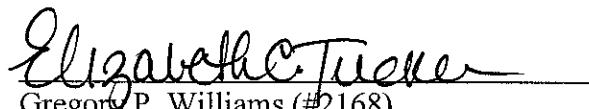


UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

BALLY TOTAL FITNESS HOLDING)
CORPORATION,)
)
Plaintiff,)
) Civil Action No. 05-841-JJF
v.)
)
LIBERATION INVESTMENTS, L.P.,)
LIBERATION INVESTMENTS, LTD.,)
LIBERATION INVESTMENT GROUP LLC)
and EMANUEL R. PEARLMAN,)
)
Defendants.)

NOTICE OF RULE 45 SUBPOENA ON JOSEPH R. THORNTON

PLEASE TAKE NOTICE that pursuant to the attached subpoena, beginning at 9:00 a.m. on December 30, 2005, and continuing as necessary thereafter, Plaintiff Bally Total Fitness Holding Corporation, by and through its attorneys, shall take testimony by deposition, upon oral examination, of Joseph R. Thornton. This deposition may be videotaped and shall take place before a duly qualified notary public or some other officer authorized by law to administer oaths at the office of Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, NY 10022, (212) 906-1200.



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Tel: (302) 651-7700
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-and-

Laurie B. Smilan
LATHAM & WATKINS LLP
11955 Freedom Drive, Suite 500
Reston, Virginia 20190
Tel: (703) 456-1000
Fax: (703) 456-1001

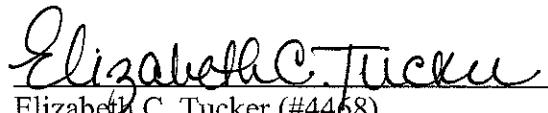
Date: December 14, 2005

CERTIFICATE OF SERVICE

I, Elizabeth C. Tucker, hereby certify that I caused copies of the foregoing NOTICE OF RULE 45 SUBPOENA ON JOSEPH R. THORNTON to be served by CM/ECF upon:

STEPHEN E. JENKINS, ESQ.
Ashby & Geddes
222 Delaware Avenue
Wilmington, DE 19899

on this 14th day of December, 2005.


Elizabeth C. Tucker (#4468)
Tucker@rlf.com